

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

JAMES J. TRABUCCO  
SENIOR GENERAL ATTORNEY  
(415) 541-1768

July 5, 1983

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue  
Washington, D.C. 20423

RECORDATION NO. 6162-H  
JUL 8 - 1983 .9 .55 AM  
INTERSTATE COMMERCE COMMISSION

RE: I.C.C. Finance Docket No. 26616 ---  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series No. 52

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Fifth Supplement dated as of June 30, 1983, and Assignment and Transfer of Certain Road Equipment dated as of June 30, 1983, to Equipment Trust Agreement dated as of April 1, 1971, creating Southern Pacific Transportation Company Equipment Trust, Series No. 52, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1971, recorded on May 24, 1971, at 12:05 PM, assigned Recordation No. 6162;

Statement of New Numbers Assigned to Equipment Under Equipment Trust Agreement, dated as of July 15, 1971, recorded on July 21, 1971, at 9:25 AM, assigned Recordation No. 6162-A;

First Supplement to Equipment Trust Agreement dated as of November 1, 1974, recorded on December 26, 1974, at 1:15 PM, assigned Recordation No. 6162-B;

Second Supplement to Equipment Trust Agreement dated as of December 7, 1979, recorded on December 14, 1979, at 4:10 PM, assigned Recordation No. 6162-C;

Third Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:45 AM, assigned Recordation No. 6162-D;

Ms. Agatha L. Mergenovich  
Page Two  
July 5, 1983

Fourth Supplement to Equipment Trust Agreement  
dated as of August 31, 1982, recorded on September 2,  
1982, at 10:45 AM, assigned Recordation No. 6162-E;

Assignment and Transfer of Certain Road Equipment  
dated as of August 31, 1982, recorded on January 4,  
1983, at 11:00 AM, assigned Recordation No. 6162-F; and

Car Sublease Agreement dated as of January 5, 1983,  
recorded on May 17, 1983, at 3:30 PM, assigned  
Recordation No. 6162-G.

In connection with the recording of the Fifth Supplement  
and Assignment and Transfer of Certain Road Equipment, each  
dated as of June 30, 1983, the following information is set  
forth in accordance with the provisions of Section 57.4 of the  
Commission's Order of July 27, 1952, as amended:

Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.  
Fifteenth and Chestnut Streets  
Philadelphia, Pennsylvania 19101

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of Equipment Covered  
By Fifth Supplement

Number of  
Units

Description

1

100-ton gondola car, Gunderson, Inc.  
(now FMC Corporation), builder; lettered  
SP and numbered 354905.

Ms. Agatha L. Mergenovich  
Page Three  
July 5, 1983

General Description of Equipment Released  
By Assignment and Transfer of Road Equipment

Number of  
Units

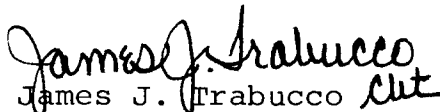
Description

1

70-ton flat car; Bethlehem Steel Corporation, builder; lettered SP and numbered 515485.

When the recording of the Fifth Supplement and the Assignment and Transfer of Certain Road Equipment have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return the remainder of the same to her.

Very truly yours,

  
James J. Trabucco *clt*

Enclosures

cc: Mr. Robert J. McLean  
(Attn: Mr. L. S. Vollmer)  
Ms. Madeleine E. Sloane

RECORDATION NO.

6162-H

Form 1425

JUL 8 - 1983 - 9 52 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES NO. 52

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FIFTH

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of June 30, 1983

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FIRST PENNSYLVANIA BANK, N.A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

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SUPPLEMENT TO EQUIPMENT TRUST, dated as of the thirtieth day of June, 1983, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust dated as of April 1, 1971, there was constituted Southern Pacific Transportation Company Equipment Trust, Series No. 52 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company; and

WHEREAS, certain flat cars (hereinafter collectively called "Destroyed Equipment") comprising said equipment have been destroyed, and in accordance with the provisions of said Equipment Trust, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the railroad

equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 52, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
1	100-ton gondola car; Gunderson, Inc. (now FMC Corporation), builder; lettered SP and numbered 354905.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.


This Fifth Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed

to be an original, and such counterparts together shall constitute but one and the same instrument.

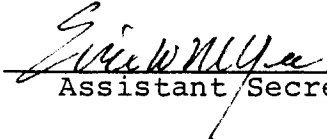
IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By

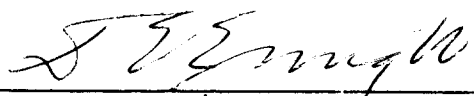
  
Assistant Vice President

Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By

  
Assistant Treasurer

Attest:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA       )  
  )  
CITY AND COUNTY OF PHILADELPHIA    )     ss.

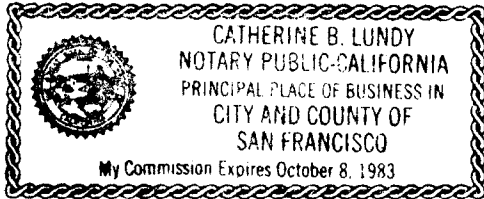
On this 28<sup>th</sup> day of June, 1983, before me personally appeared ROBERT W. SEIFERT, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of FIRST PENNSYLVANIA BANK, N.A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry  
Notary Public

LYNNE N. MCCORRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 5, 1986

STATE OF CALIFORNIA )  
 ) ss.  
CITY AND COUNTY OF SAN FRANCISCO )

On this 15th day of June, 1983, before me personally appeared D. E. ENRIGHT, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy  
Notary Public